

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
)	Chapter 11
)	
THE READER'S DIGEST ASSOCIATION,)	Case No. 09-23529 (RDD)
INC., <i>et al.</i> ,)	
)	
Reorganized Debtors.)	Jointly Administered
)	

**FINAL DECREE CLOSING DEBTORS' CHAPTER 11 CASES PURSUANT TO
SECTION 350(a) OF THE BANKRUPTCY CODE AND BANKRUPTCY RULE 3022**

Upon the Application, by Notice of Presentment dated November 9, 2011 (the "**Application**")¹ of the Reader's Digest Association, Inc. and certain of the affiliates of the Reader's Digest Association, Inc. (collectively, the "**Debtors**" and, on and after February 19, 2010, the "**Reorganized Debtors**"),² for entry of a final decree closing the chapter 11 cases of the Reorganized Debtors pursuant to section 350(a) of the Bankruptcy Code and Bankruptcy Rule 3022, all as more fully described in the Application; and the Court having found that this Court

¹ All capitalized terms used but otherwise not defined herein shall have the meanings set forth in the Application.

² The Reorganized Debtors in these chapter 11 cases, along with the last four digits of each Reorganized Debtor's federal tax identification number, are: Alex Inc. (5531); Allrecipes.com, Inc. (3797); Ardee Music Publishing, Inc. (2291); Christmas Angel Productions, Inc. (2729); CompassLearning, Inc. (6535); Direct Entertainment Media Group, Inc. (2306); Direct Holdings Americas Inc. (1045); Direct Holdings Custom Publishing Inc. (7452); Direct Holdings Customer Service, Inc. (9015); Direct Holdings Education Inc. (5535); Direct Holdings Libraries Inc. (7299); Direct Holdings U.S. Corp. (4998); Funk & Wagnalls Yearbook Corp. (3787); Gareth Stevens, Inc. (2742); Home Service Publications, Inc. (9525); Pegasus Asia Investments Inc. (0077); Pegasus Investment, Inc. (4252); Pegasus Sales, Inc. (3259); Pleasantville Music Publishing, Inc. (2289); R.D. Manufacturing Corporation (0230); RD Large Edition, Inc. (1489); RD Publications, Inc. (9115); RD Walking, Inc. (6509); RDA Holding Co. (7045); RDA Sub Co. (0501); Reader's Digest Children's Publishing, Inc. (6326); Reader's Digest Consumer Services, Inc. (8469); Reader's Digest Entertainment, Inc. (4742); Reader's Digest Financial Services, Inc. (7291); Reader's Digest Latinoamerica, S.A. (5836); Reader's Digest Sales and Services, Inc. (2377); Reader's Digest Sub Nine, Inc. (2727); Reader's Digest Young Families, Inc. (6158); Reiman Manufacturing, LLC (8760); Reiman Media Group, Inc. (1192); Retirement Living Publishing Company, Inc. (9118); Saguaro Road Records, Inc. (2310); Taste of Home Media Group, Inc. (1190); Taste of Home Productions, Inc. (1193); The Reader's Digest Association, Inc. (6769); Travel Publications, Inc. (2927); W.A. Publications, LLC (0229); WAPLA, LLC (9272); Weekly Reader Corporation (3780); Weekly Reader Custom Publishing, Inc. (3276); World Almanac Education Group, Inc. (3781); World Wide Country Tours, Inc. (1189); WRC Media, Inc. (6536). The location of the Reorganized Debtors' corporate headquarters is: 44 South Broadway, White Plains, New York 10601.

has jurisdiction over this matter pursuant to 28 U.S.C. § 1334 and the Plan and Confirmation Order; and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of this proceeding in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409 and the Confirmation Order; and the Court having reviewed the Application and the Closing Report under Local Bankruptcy Rule 3022-B, attached to the Application as Exhibit B; and there being no timely objections to the requested relief, after due notice; and the Court hereby finding and determining that (a) the relief sought in the Application and granted herein is in the best interests of the Reorganized Debtors, their estates and creditors, and all parties in interest, (b) due and proper notice of the Application has been given, and (c) the legal and factual bases set forth in the Application demonstrate sufficient and just cause for the relief granted herein; therefore, it is hereby ORDERED THAT:

1. The Application is granted to the extent set forth herein.
2. Pursuant to section 350(a) of the Bankruptcy Code and Rule 3022 of the Federal Rules of Bankruptcy Procedure, the Reorganized Debtors' chapter 11 cases are hereby closed; provided, however, that the Court shall retain such jurisdiction as is provided in Article XII of the Plan, which provides for the retention of the Bankruptcy Court's exclusive jurisdiction over all matters arising out of, or related to, these chapter 11 cases and the Plan, and the entry of this Final Decree is without prejudice to the rights of the Reorganized Debtors or any party in interest to seek to reopen these chapter 11 cases for good cause shown.

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3. The Reorganized Debtors shall reserve sufficient funds to pay the United States Trustee the appropriate amount of any quarterly fees due pursuant to 28 U.S.C. § 1930 and any applicable interest due pursuant to 31 U.S.C. § 3717, which fees and interest, if any, shall be paid within fourteen days of the entry of this Final Decree. Upon the payment of such quarterly fees, the Reorganized Debtors simultaneously shall provide to the United States Trustee an affidavit indicating cash disbursements, if any, for the quarter in which this Final Decree is entered.

4. The Reorganized Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

Dated: December 22, 2011
White Plains, New York

/s/ Robert D. Drain
United States Bankruptcy Judge